

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

CHINA EDUCATION ALLIANCE, INC.,

Plaintiff,

-against-

SHERB & CO., LLP,

Defendant.

Civil Action No.
1:13-CV-4381-RA

**DECLARATION OF
THOMAS A. LEGHORN**

JUDGE: Ronnie Abrams

THOMAS A. LEGHORN, declares, pursuant to the provisions of 28 U.S.C. § 1746:

1. I am a member of the law firm of Wilson, Elser, Moskowitz, Edelman & Dicker LLP, attorneys for Defendant SHERB & CO., LLP (“Sherb”). I am fully familiar with the facts and circumstances set forth herein.
2. This declaration is submitted, together with the exhibits annexed hereto and the Memorandum of Law, in support of Sherb’s motion for an Order (1) compelling arbitration pursuant to the FAA and 9 U.S.C. § 2; (2) dismissing Plaintiff CHINA EDUCATION ALLIANCE, INC.’s (“CEA”) Complaint pursuant to Rule 12(b), and; (3) for such other, further and different relief as this Court deems just and proper.
3. A copy of Plaintiff’s Complaint is annexed hereto as Exhibit “A”.
4. A true and accurate copy of the January 20, 2010 engagement letter between CEA and Sherb is annexed hereto as Exhibit “B”.
5. A true and accurate copy of the January 3, 2011 engagement letter between CEA and Sherb is annexed hereto as Exhibit “C”.

Dated: New York, NY
August 15, 2013

/s/ Thomas A. Leghorn
Thomas A. Leghorn

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on August 15, 2013, a true and correct copy of DECLARATION OF THOMAS LEGHORN and attachments thereto was filed electronically with the Court using the CM/ECF system, which sent notification to the following parties:

SICHENZIA ROSS FRIEDMAN FERENCE LLP

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Attn: Sameer Rastogi, Esq.

Christopher Pisacane, Esq.

/s/ Thomas A. Leghorn

Thomas A. Leghorn